



Seaway Valley
Singers

**SVS CONSTITUTION, BYLAWS, AND
FOUNDING TRUST DOCUMENT,
Proposal to the Annual General Meeting**
Fall 2020

Background

The 2018 AGM approved an updating of our Bylaws to keep up with the realities of how we operate and the community that we serve. This triggered a review by the CRA to confirm that the amended Bylaws remain consistent with our founding Trust Document. Unfortunately, CRA found some minor discrepancies between the new Bylaws and the outdated Trust Document (1993). The discrepancies pertain to the genres of music that we sing and the breadth of communities that we serve. CRA instructed us to bring the Bylaws and the Trust Document back into alignment. This is a condition for maintaining our registered charity status.

The 2019 AGM approved a resolution to a) replace the Trust Document with a new Constitution that broadens our scope in the noted areas of discrepancy, and b) revise the Bylaws to recognize this new Constitution and to bring the two documents into agreement. This was done, and it triggered another review by the CRA. The outcome of this review was negative because the Trust Document is not worded in a way that empowers the SVS to update it from time-to-time or to replace it with a more relevant Constitution. In discussion with CRA, we learned that our options to settle the matter include:

- 1) seek a court judgment to recognize the new Constitution in lieu of the founding Trust Document, or
- 2) revoke the Constitution, and align the Bylaws to agree with the immutable Trust Document.

Definitions

Trust Document: This is essentially the charter that provides the basis for the SVS to operate as a registered charity. It states who we are, what we do, and how we govern ourselves. It empowers us to write Bylaws and it empowers you to keep the Executive in check through the AGM.

Constitution: A modern synonym for the new document that was intended to serve the same function as the Trust Document.

Bylaws: These support the Trust Document and may not contradict it or override it. They focus on how we carry out the activities for achieving our purpose as stated in the Trust Document.

Proposal

To avoid legal costs and further delays, the Board of Directors proposes the more pragmatic Option 2, above. The anachronisms of the Trust Document are minor and will not affect the way we operate and achieve our Purpose. The following documents are attached below for your reference.

- Trust Document (to be reinstated unchanged),
- Constitution (to be made obsolete as we revert to the Trust Document), and
- Bylaws (with tracked minor revision to refer to the Trust Document in lieu of the Constitution).

Your Vote

You will receive a blank ballot by email through which you will be invited to accept or refuse this proposal.

Mike Ouellette,
President

File 3011413

Attachment 1

#7

TRUST DOCUMENT

The name of the trust is the SEAWAY VALLEY SINGERS.

The original trustees are:- Stephen Kenward, Josie Farrar, and
[REDACTED] [REDACTED] William Kurschinsi.

The purpose for the establishment of the trust is to provide people of South Dundas, Ontario with the opportunity to learn, enjoy and perform sacred choral music for their own spiritual enhancement and for the entertainment of the general public who enjoy and feel enhanced by sacred choral music. An additional purpose is to support other non-profit organizations by providing concerts where they are the sole beneficiaries of the ticket sales.

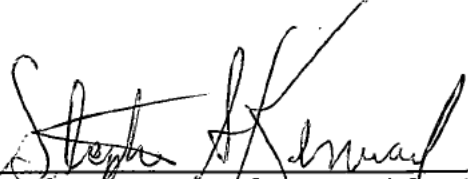
This is accomplished through weekly rehearsals as outlined in the Bylaws (Article 1:1) and by two concerts annually (Article 1:3).

The rules governing the conduct of the trustees are contained in the enclosed Bylaws.

All monies received by the Singers are to be dispersed according to the Bylaws: i. e. the purchase of music, the organization and promotion of performances including monies paid to guest artists, and an honorarium paid to the Choir director and the accompanist.

Trustees are replaced on an annual basis upon recommendation of a nominating committee to the annual general meeting of the choir.

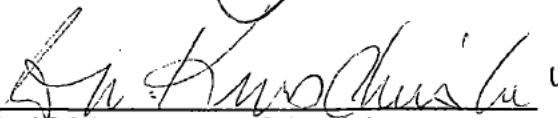
This trust document is dated at Morrisburg, Ontario this fifth day of January, 2000 and verified by the signatures of the President, the Secretary, and the Treasurer.



Stephen Kenward, President



Josie Farrar, Secretary



Rev. Dr. William Kurschinski, Treasurer



1 *Seaway Valley*
2 *Singers*

3 **CONSTITUTION**
4 **Presented to the SVS Annual General Meeting**
5 **June 14, 2019**

6 **1 NAME**

7
8 The organization is a choir named the *Seaway Valley Singers (SVS)*.
9

10 **2 PURPOSE**

11
12 To provide communities in the Seaway Valley the opportunity to learn, enjoy, appreciate, and
13 perform choral music.
14

15 **3 EXECUTIVE**

16
17 The SVS shall be managed by an Executive (i.e., trustees) who is appointed at the Annual
18 General Meeting (AGM) of the organization. The Executive shall be comprised of at least
19 three (3) persons, one of whom shall be the President.
20

21 The composition of the Executive and the duties and tenure of its members shall be defined in
22 the Bylaws of the SVS. The Executive members shall be replaced or reconfirmed by election at
23 the AGM in accordance with the Bylaws.
24

25 **4 CARRYING OUT THE PURPOSES**

26
27 In order to achieve the SVS' Purpose, the Executive is empowered to:

- 28
29 (1) raise funds, receive grants and donations;
30 (2) apply funds to carry out the work of the choir;
31 (3) co-operate with and support other charities with similar purposes; and
32 (4) do anything that is lawful.
33

34 Typical activities may include periodic choral rehearsals and concerts that are open to the
35 community. They may also include the operation of a bursary program to support the
36 education of music students where resources permit.
37

38 **5 MEMBERSHIP**

39
40 The SVS shall have a membership of choir members who support the work of the choir. The
41 Executive shall keep an up-to-date membership list.
42

43 6 **ANNUAL GENERAL MEETING**

44
45 The AGM shall be held every year, as prescribed in the Bylaws, at which time the Executive
46 shall present the annual report and accounts.

47
48 7 **EXECUTIVE MEETINGS**

49
50 Executive meetings shall be at the call of the President.

51
52 Executive decisions on changes to the Constitution or to the Bylaws shall be ratified at the next
53 AGM.

54
55 The Executive may make reasonable additional rules to help run the SVS. These rules shall not
56 conflict with this Constitution or the law.

57
58 8 **MONEY AND PROPERTY**

59
60 Money and property shall only be used for the SVS' purposes; e.g., for the purchase of music,
61 the organization and promotion of performances, and stipends to the Choir Director and
62 accompanist.

63
64 The Executive shall keep accounts. The most recent annual accounts may be seen by anybody
65 on request.

66
67 Money shall be held in the SVS' bank account. All cheques shall be signed by at least two
68 members of the Executive.

69
70 Executive members shall not receive any money or property from the SVS, except to refund
71 reasonable out-of-pocket expenses.

72
73 This Constitution replaces all previous Constitutions or Trust Documents. The Executive
74 members of the Board of Directors, whose signatures appear below, approved this
75 Constitution by email ballot, on May 29, 2019, and it was ratified by consensus vote at the
76 2019 AGM on June 14, 2019, as reflected in the minutes of that meeting.

77

Executive Members	Signature
Annette McRae – President	
Mike Ouellette – Vice President	
Viv Charbonneau – Secretary	
Rhonda Schneckenburger – Treasurer	

78
79

Proposed changes to
SEAWAY VALLEY SINGERS BYLAWS

Approved ~~June 15, 2018~~

The SEAWAY VALLEY SINGERS (SVS) was founded in January 1993.

These BYLAWS reinforce how the SVS must engage in achieving its PURPOSE as stated in its founding Trust Document ~~CONSTITUTION of record~~.

ARTICLE 1: ACTIVITIES

1. REHEARSALS: The Choir will rehearse weekly from early September until the date of the Christmas concert, and from early January until the date of the Spring concert, at a time and place designated by the Board of Directors ("Board").
2. PERFORMANCES: The Choir will perform a minimum of two concerts per year (barring unforeseen catastrophic circumstances), as well as additional benefit concerts for local organizations, when possible.
3. STUDENT BURSARIES: When resources permit, the SVS will offer one or more annual bursaries to qualified students from the Seaway Valley area to encourage younger musicians to perfect their art.
4. BOARD MEETINGS and EXECUTIVE MEETINGS will be held as required, or at the call of the President.
5. The BOARD will seek input from and report to Choir members as needed during the season.
6. An ANNUAL GENERAL MEETING ("AGM") will be held in June of each year, at which time reports on the season's activities will be presented for reception and adoption, an Executive for the coming season elected, and all Notices of Motion received by the chairperson will be voted upon.
7. QUORUM: Three (3) members of the Executive shall constitute a quorum of a Board meeting or an Executive meeting and ten (10) members, in good standing, at least three (3) of whom must be members of the Executive, shall constitute a quorum of the SVS membership in a general meeting or AGM. Ex-officio members are counted in determining quorum and hold the right to vote.
8. NOTICES OF MOTION: At least two (2) weeks before the AGM, the President must have received all Notices of Motion to be presented at that AGM.

ARTICLE 2: EXECUTIVE

1. The Executive of the SVS shall be:

- (a) President
- (b) Vice President
- (c) Secretary
- (d) Treasurer
- (e) Immediate Past President

2. TERM OF OFFICE: The Executive, other than the immediate Past President, shall be elected annually at the AGM and shall hold office until the next AGM.

3. MAXIMUM CONSECUTIVE TERMS: It is generally anticipated that no person shall hold the same elected office for more than three (3) consecutive years. However, the incumbent may present their name for re-election IF no other qualified candidate wishes to stand for election AND the incumbent is willing to serve until the next AGM.

ARTICLE 3: DUTIES OF THE EXECUTIVE

1. The PRESIDENT shall chair Board meetings, Executive meetings, and the AGM, and shall conduct the affairs of the SVS through its various appointed committees.

2. The VICE PRESIDENT shall act for the President in their absence and be responsible for the ongoing administrative business of the SVS.

3. The SECRETARY shall keep minutes of all meetings and shall handle all correspondence.

4. The TREASURER shall keep a record of all receipts and disbursement of monies, pay all bills and provide financial statements as required.

5. SIGNING AUTHORITIES: All cheques require the signature of any two (2) of the following Executive members: President, Vice President, Secretary, Treasurer.

6. The immediate PAST PRESIDENT shall provide counsel and guidance in the conduct of the business of the SVS.

ARTICLE 4: STANDING COMMITTEES AND PERSONNEL

1. The CHOIR DIRECTOR shall select the music, choose the program, rehearse, instruct and conduct the Choir. The Choir Director, working with the Board, shall develop the Choir toward the accomplishment of its objective. The Choir Director is an ex-officio member of the Board.

2. BOARD APPOINTMENTS: The Executive may appoint the following who shall be voting members:

- a. SOCIAL CONVENOR who shall be responsible for the concert receptions.

- b. COMMUNICATIONS CONVENOR who shall be responsible for advertising for concerts and other events, recruitment and bursary communications, as well as maintaining a media contact list and the SVS website.
- c. SPONSORSHIPS CONVENOR who shall be responsible for coordinating the annual sponsorship drive, communicating with sponsors and liaising with the Treasurer.
- d. LIBRARIAN who shall be responsible for the inventory, maintenance and distribution of music and music folders.
- e. MEMBER-AT-LARGE who shall assist members of the Board generally, as required.

NOTE: These Board appointments may be combined.

ARTICLE 5: DONATIONS

1. The SVS solicits donations to offset its costs.
2. SPONSORSHIP DONATIONS: Each fiscal year normally begins with a fundraising campaign to private and business sponsors under the direction of the Sponsorships Convenor.
3. MEMBERSHIP DONATIONS: At the start of each semester, members of the SVS are invited to contribute towards costs. The suggested amount of the donation shall be proposed by the Board and approved by the members at the AGM.

ARTICLE 6: ELECTIONS

1. NOMINATING COMMITTEE: Prior to the AGM, the Board shall appoint a Nominating Committee. The role of the Committee is to propose, to the AGM, the slate of nominees who wish to run in the election for an Executive position on the Board.
2. NOMINATIONS may also be received from the floor at the AGM. Persons proposed for election shall have reviewed and met the requirements of the position, as outlined in the current Position Profile, and will have consented to serve if elected.
3. VOTING: A Choir member must be present at the AGM to vote.

ARTICLE 7: MISCELLANEOUS

1. FINANCIAL REVIEWER: A financial reviewer shall be appointed by the Board to review the accounts and records of the SVS. The financial reviewer's report shall be presented at the AGM.

2. CHANGES TO BYLAWS: Amendments or additions to these Bylaws shall be by majority vote at the AGM, due Notice of Motion having been given.
3. HONORARIUM: The CHOIR DIRECTOR and the ACCOMPANIST shall receive an honorarium for their services; the Board shall determine the amount.
4. MUSIC AND EQUIPMENT: All music and equipment purchased or currently owned by the SVS shall remain the property of the Choir's library. Each Choir member is responsible for the replacement value of lost or damaged music or the music folder issued to them.